

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 7596

June 12, 2023

To our shareholders:

Masayuki Yamada,  
Representative Director and President  
**UORIKI CO., LTD.**  
8-3, Akebonocho 2-chome, Tachikawa-shi, Tokyo

## Notice of the 39th Annual General Meeting of Shareholders

Notice is hereby given that the 39th Annual General Meeting of Shareholders of UORIKI CO., LTD. (the “Company”) will be held as follows.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the websites indicated below. Please access one of the websites indicated below to review the information.

[Company website]

<https://uoriki.co.jp/> (in Japanese)

(From the above website, select “Investor Relations News,” “General Meeting of Shareholders,” and then “Notice of the 39th Annual General Meeting of Shareholders.”)

[Website for informational materials for the General Meeting of Shareholders]

<https://d.sokai.jp/7596/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the Internet address shown above, enter “Uoriki” in “Issue name (company name)” or the Company’s securities code “7596” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

[Exercising voting rights in writing]

Please indicate your approval or disapproval of the proposals on the voting right exercise form sent along with this convocation notice and return it by 6:00 p.m. on Tuesday, June 27, 2023.

When voting rights are exercised in writing (by mail), if there is no indication of approval or disapproval of a proposal in the voting right exercise form, this will be treated as an indication of approval of the proposal.

[Exercising voting rights via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) and, using your “voting right exercise code” and “password” shown in the voting right exercise form sent along with this convocation notice, indicate your approval or disapproval of the proposals by following the instructions on the screen by 6:00 p.m. on Tuesday, June 27, 2023. If you exercise your voting rights via the Internet, please view the “Guidelines regarding the exercise of a voting right via the Internet, etc.” (in Japanese only) below.

If you exercise your voting rights both in writing and via the Internet, we will consider your vote via the Internet to be valid. In the event that your voting right is exercised more than once via the Internet, the last exercise of the voting right shall be deemed to be the valid exercise of the voting right.

**1. Date and Time:** Wednesday, June 28, 2023, at 10:00 a.m. (JST)

**2. Venue:** Auditorium on the 1st floor of the Management Facilities Building  
Tokyo Metropolitan Central Wholesale Market Block 7  
6-6-1 Toyosu, Koto-ku, Tokyo

(The venue is different from the previous year, so please be careful not to make a mistake when you come to the venue.)

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 39th Fiscal Year (from April 1, 2022 to March 31, 2023), and the Audit Results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 39th Fiscal Year (from April 1, 2022 to March 31, 2023)

**Matters to be resolved:**

**Proposal No. 1** Election of Six Directors

**Proposal No. 2** Election of Three Audit & Supervisory Board Members

- If you plan to attend the meeting in person, please submit the voting form sent together with this notice to the receptionist at the meeting.
- We will not be distributing tea, meal tickets, etc. at the General Meeting of Shareholders. We greatly appreciate your understanding.
- Please take note of your own health condition, and if you are not feeling well, please consider refraining from attending the meeting in person.
- Our officers and staff will be wearing masks.
- In accordance with the revision of the Companies Act, as a general rule, we will ask shareholders to access and confirm the matters subject to measures for electronic provision by accessing the above websites, and send paper-based documents only to shareholders who have requested them. For this General Meeting of Shareholders, however, we are sending a paper-based document listing the matters subject to measures for electronic provision to all shareholders regardless of whether or not they requested delivery of paper-based documents.

Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 13 of the Company's Articles of Incorporation, the matters listed below are not provided in the paper-based documents to be delivered to shareholders.

Accordingly, these documents are a part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, which were audited by the Audit & Supervisory Board Members in preparing the Audit Report and the financial auditor in preparing the Accounting Audit Report.

1. The following matters in the Business Report

- (1) Major businesses
- (2) Major places of business
- (3) Status of major lenders
- (4) Status of share acquisition rights, etc.
- (5) Financial auditor
- (6) Systems for ensuring the appropriateness of operations and the status of operation of such systems

2. The following matters in the Consolidated Financial Statements

- (1) Consolidated Statement of Changes in Equity
- (2) Notes to Consolidated Financial Statements

3. The following matters in the Non-consolidated Financial Statements

- (1) Non-consolidated Statement of Changes in Equity
- (2) Notes to Non-consolidated Financial Statements

- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details before and after the revisions will be posted on each of the aforementioned websites.
- If there are any significant changes in the operation of this meeting, such as measures to prevent the spread of COVID-19, they will be posted on the Company's website.
- The Company's officers and staff, etc. will wear the Cool Biz (business casual) style.
- The results of the resolutions of this General Meeting of Shareholders will be posted on the Company's website instead of sending out a notice of resolutions.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Election of Six Directors

The terms of office of all ten Directors will expire at the conclusion of this meeting. In order to reform the management system and reduce the number of Directors to speed up management decision-making, we propose that the number of Directors be reduced by four and that six Directors be elected. The selection of candidates for Director was carried out following reports from the Nomination and Remuneration Committee, in which half of the members were independent outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masayuki Yamada (March 8, 1964)	Apr. 1985      Joined the Company Feb. 1997      Director of the Company Mar. 2008      Director, President and CEO of UORIKI FRESH, INC. Apr. 2012      General Manager, Sales & Marketing Headquarters of the Company June 2012      Senior Managing Director of the Company June 2015      Representative Director and Vice President of the Company June 2017      Representative Director and President of the Company (current position) Aug. 2018      Director and President of Uoriki America Inc. (current position) Aug. 2018      Director and President of Uoriki Seafoods, LLC Nov. 2018      Representative Director and President of Japan Fishery Support Corporation (current position)	10,000 shares
[Reason for election] The Company nominated Masayuki Yamada as a candidate for Director because he has abundant experience and a high level of insight mainly in purchasing operations, and also has a track record as the Director and President of subsidiaries in the U.S., expanding its business, etc., and his experience and global sensibilities will be reflected in the management of the Company.			
2	Takahide Kurokawa (April 1, 1967)	Apr. 1985      Joined the Company June 2011      General Manager, Sales Department of the Company June 2013      Director of the Company Oct. 2013      Deputy General Manager, Sales & Marketing Headquarters of the Company June 2015      Managing Director of the Company Apr. 2018      Senior Managing Director of the Company (current position) Apr. 2019      Representative Director and President of Uoriki Trading Company Feb. 2020      Representative Director and President of Mogami Sengyo Co., Ltd. Apr. 2021      General Manager, Sales & Marketing Headquarters of the Company (current position) Apr. 2022      General Manager, Store Development Office of the Company (current position)	8,300 shares
[Reason for election] The Company nominated Takahide Kurokawa as a candidate for Director because he has a wealth of experience and a high level of insight into the fresh fish distribution industry, and has made significant contributions to the establishment of the management system of the entire Group, expansion of the business, and human resource development, etc., and his experience and abilities will be reflected in the management of the Company.			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Torao Yamada (October 31, 1966)	<p>Apr. 1990      Joined The Long-Term Credit Bank of Japan, Ltd. (currently Shinsei Bank, Limited)</p> <p>Apr. 2003      Director and Managing Executive Officer of Gracchus &amp; Associates, Inc.</p> <p>Apr. 2007      General Manager, Business Finance Department, Structured Finance Division of Sanyo Electric Credit Co., Ltd. (currently Sumitomo Mitsui Finance and Leasing Company, Limited)</p> <p>July 2013      Deputy Director, Finance Office, Accounting &amp; Finance Department of Electric Power Development Co., Ltd.</p> <p>Jan. 2016      Joined the Company</p> <p>Apr. 2017      Executive Officer (current position), General Manager of Corporate Planning Office (current position) of the Company</p> <p>June 2018      Director of the Company (current position)</p>	1,300 shares
<p>[Reason for election]</p> <p>The Company nominated Torao Yamada as a candidate for Director because he has demonstrated a high level of ability in building the Company's management plan and growth strategy, etc. based on his expert knowledge of finance and treasury as well as his experience and high level of insight as a manager, and his experience and abilities will be reflected in the management of the Company.</p>			
4	Tetsuya Iwasaki (February 20, 1966)	<p>Apr. 1990      Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1994      Registered as a Certified Public Accountant</p> <p>Feb. 1997      Joined N.E.D. Corporation</p> <p>Feb. 1997      Opened Tetsuya Iwasaki Certified Public Accountant Office</p> <p>May 2002      Registered as Certified Public Tax Accountant</p> <p>Aug. 2004      Opened Citia Certified Public Accountant Firm (current position)</p> <p>Jan. 2006      Supervisory Director of BLife Investment Corporation (currently Daiwa House REIT Investment Corporation)</p> <p>June 2012      Advisor of the Company</p> <p>June 2015      Outside Director of the Company (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Tetsuya Iwasaki as a candidate for outside Director because we hope that he provides supervision and advice to ensure the validity and appropriateness of the Board of Directors' decision-making from a professional point of view as a Certified Public Accountant. In addition, if he is elected, he will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as the chairperson of the Nominating and Remuneration Committee from an objective and neutral standpoint. Although he has no experience of being involved in the management of a company in the past other than as an outside director, for the reasons stated above, the Company believes that he can appropriately perform his duties as an outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Erina Shindo (January 10, 1963)	<p>Oct. 2000 Registered as an attorney at law with the Dai-ichi Tokyo Bar Association</p> <p>Oct. 2000 Joined Idesawa &amp; Partners</p> <p>July 2011 Partner of Rokubancho Sogo Law Office (currently Kudanzaka Sogo Law Office) (current position)</p> <p>May 2013 Outside Audit &amp; Supervisory Board Member of Nipponhyojun Co., Ltd. (current position)</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>Sept. 2020 Director of Nichibenren Traffic Accident Consultation Center (current position)</p> <p>Apr. 2022 Executive Director of Nichibenren Traffic Accident Consultation Center (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Erina Shindo as a candidate for outside Director because we hope that she provides supervision and advice to ensure the validity and appropriateness of the Board of Directors' decision-making from an objective standpoint as a lawyer and a woman's perspective. In addition, if she is elected, she will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as a Nominating and Remuneration Committee member from an objective and neutral standpoint. Although she has no experience of being involved in the management of a company in the past other than as an outside director, for the reasons stated above, the Company believes that she can appropriately perform her duties as an outside Director.</p>			
6	Motoyasu Hasebe (May 8, 1964)	<p>Apr. 1988 Joined Mitsui &amp; Co., Ltd.</p> <p>Sept. 2005 General Manager, Marine Product Office, Grocery MD Department, Food Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Apr. 2009 President of Mitsui &amp; Co. HRD Institute</p> <p>July 2012 General Manager of Strategy Planning Office, Retail Business Unit of MITSUI &amp; CO., LTD.</p> <p>Apr. 2016 President &amp; CEO of Starzen International Co., Ltd.</p> <p>June 2018 Director of Starzen Co., Ltd.</p> <p>Apr. 2019 General Manager, Manufacturing Division of Starzen Co., Ltd.</p> <p>Apr. 2020 General Manager, McDonald's Division of Starzen Co., Ltd.</p> <p>June 2022 Outside Director of the Company (current position)</p> <p>Nov. 2022 Representative Director and President of R&amp;S Co., Ltd (current position)</p>	- shares
<p>[Reason for election and expected role]</p> <p>The Company nominated Motoyasu Hasebe as a candidate for outside Director because we hope that he provides appropriate advice and supervision to the Company's management utilizing his expertise mainly in the meat distribution industry and the fast-food business, and abundant experience as a manager.</p> <p>In addition, if he is elected, he will participate in selecting candidates for Officer and the decision of remuneration for Officers of the Company as a Nominating and Remuneration Committee member from an objective and neutral standpoint.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Tetsuya Iwasaki, Erina Shindo and Motoyasu Hasebe are candidates for outside Director.
  3. The Company has registered Tetsuya Iwasaki, Erina Shindo and Motoyasu Hasebe as independent directors as defined by the provisions of the Tokyo Stock Exchange, and will continue to appoint them as independent directors if their reappointment is approved.
  4. Tetsuya Iwasaki, Erina Shindo and Motoyasu Hasebe are currently outside Directors of the Company, and their terms of office as outside Directors will be 8 years for Tetsuya Iwasaki, 3 years for Erina Shindo, and 1 year for Motoyasu Hasebe at the conclusion of this meeting.

5. The Company has entered into agreements with Tetsuya Iwasaki, Erina Shindo and Motoyasu Hasebe, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to limit their liability for damages as provided in Article 423, paragraph (1) of the same act. The maximum amount of liability for damages under the said agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, and the Company plans to continue the said agreements with them if their reappointment is approved.
6. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The said insurance covers legal damages that may result from liability of the insured including Directors of the Company (excluding the case that the Company compensates for the damages of the insured). If the candidates are elected and assume the office of Directors, each of them will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents at the next renewal.
7. Erina Shindo's name in her family register is Erina Ueno.

**Proposal No. 2** Election of Three Audit & Supervisory Board Members

The terms of office of all three Audit & Supervisory Board Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

This proposal has been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Isao Negishi (March 7, 1958)	<p>Aug. 1984      Joined the Tokyo Marunouchi Office of the Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1991      Registered as a Certified Public Accountant</p> <p>June 1991      Joined Hertz Co., Ltd.</p> <p>June 2000      Established Negishi Certified Public Accountant Office</p> <p>Aug. 2004      Opened Citia Certified Public Accountant Firm (current position)</p> <p>Nov. 2004      Registered as Certified Public Tax Accountant</p> <p>Oct. 2008      Outside Audit &amp; Supervisory Board Member of Wintest Corporation</p> <p>June 2012      Full-time Outside Audit &amp; Supervisory Board Member of Eta Electric Industry Co., Ltd.</p> <p>June 2015      Full-time Outside Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>Apr. 2019      Audit &amp; Supervisory Board Member of Uoriki Trading Company</p>	- shares
<p>[Reasons for appointment as candidate for outside Audit &amp; Supervisory Board Member]</p> <p>The Company nominated Isao Negishi as a candidate for outside Audit &amp; Supervisory Board Member because he possesses expertise as a certified public accountant and tax accountant, extensive auditing experience at other companies, and wide-ranging insight, all of which he can reflect in the auditing of the Company as an outside Audit &amp; Supervisory Board Member.</p> <p>Although he has no experience of being involved in the management of a company in the past other than as an outside Audit &amp; Supervisory Board Member, for the reasons stated above, the Company believes that he can appropriately perform his duties as an outside Audit &amp; Supervisory Board Member.</p>			
2	Tetsuro Araki (June 3, 1967)	<p>Oct. 2001      Registered as an attorney at law with the Dai-ichi Tokyo Bar Association</p> <p>Oct. 2001      Joined Law Office Shuhei Yoshida</p> <p>Oct. 2006      Partner of Teramoto Law &amp; Accounting Office</p> <p>Feb. 2010      Registered as Certified Public Tax Accountant</p> <p>Dec. 2017      Partner of Akasaka Sanno Sogo Law Office (current position)</p> <p>Apr. 2019      Auditor of Dai-ichi Tokyo Bar Association</p> <p>June 2019      Outside Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>Apr. 2020      Regular Delegate of Dai-ichi Tokyo Bar Association</p>	- shares
<p>[Reasons for appointment as candidate for outside Audit &amp; Supervisory Board Member]</p> <p>The Company nominated Tetsuro Araki as a candidate for outside Audit &amp; Supervisory Board Member because he possesses a professional perspective as an attorney at law and a high level of insight into corporate management, all of which he can reflect in the auditing of the Company as an outside Audit &amp; Supervisory Board Member.</p> <p>Although he has no experience of being involved in the management of a company in the past other than as an outside Audit &amp; Supervisory Board Member, for the reasons stated above, the Company believes that he can appropriately perform his duties as an outside Audit &amp; Supervisory Board Member.</p>			



Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
*3	Takanori Nakamura (January 5, 1957)	<p>Apr. 1975      Joined the Metropolitan Police Department</p> <p>Dec. 2008      Deputy Chief of Koganei Police Station of Metropolitan Police Department</p> <p>Oct. 2009      Chief of Security Section, Security Department of Metropolitan Police Department</p> <p>Aug. 2011      Chief of Denenchofu Police Station of Metropolitan Police Department</p> <p>Feb. 2013      Commander of 7th Riot Corps, Security Department of Metropolitan Police Department</p> <p>Aug. 2015      Chief of Marunouchi Police Station of Metropolitan Police Department</p> <p>Apr. 2017      Managing Director of Yayoi Mutual Aid Association Co., Ltd.</p>	- shares
<p>[Reasons for appointment as candidate for outside Audit &amp; Supervisory Board Member]</p> <p>The Company nominated Takanori Nakamura as a candidate for outside Audit &amp; Supervisory Board Member because he possesses extensive experience at the Metropolitan Police Department and wide-ranging insight, all of which he can utilize in the auditing of the Company as an outside Audit &amp; Supervisory Board Member.</p>			

- Notes:
1. New candidate for Audit & Supervisory Board Member is indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates and the Company.
  3. Isao Negishi, Tetsuro Araki and Takanori Nakamura are candidates for outside Audit & Supervisory Board Member.
  4. The Company has registered Isao Negishi and Tetsuro Araki as independent directors as defined by the provisions of the Tokyo Stock Exchange, and will continue to appoint them as independent directors if their reappointment is approved. In addition, Takanori Nakamura meets the requirements for an independent director as defined by the Tokyo Stock Exchange, and if his appointment is approved, the Company will designate him as an independent director.
  5. Isao Negishi and Tetsuro Araki are currently outside Audit & Supervisory Board Members of the Company, and their terms of office as Audit & Supervisory Board Members will be 8 years for Isao Negishi and 4 years for Tetsuro Araki at the conclusion of this meeting.
  6. The Company has entered into an agreement with Isao Negishi and Tetsuro Araki, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to limit their liability for damages as provided in Article 423, paragraph (1) of the same act. The maximum amount of liability for damages under the said agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, and the Company plans to continue the said agreements with them if their reappointment is approved. If the election of Takanori Nakamura is approved, the Company plans to enter into the same limited liability agreement with him.
  7. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The said insurance covers legal damages that may result from liability of the insured including Audit & Supervisory Board Members of the Company (excluding the case that the Company compensates for the damages of the insured). If the candidates are elected and assume the office of Audit & Supervisory Board Members, each of them will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents at the next renewal.
  8. Tetsuro Araki's name in his family register is Tetsuro Ikeda.